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CHINA E-LEARNING GROUP LIMITED 中國網絡教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08055)

RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 15 OCTOBER 2014

The Board is pleased to announce that the resolution in relation to the proposed amendment to the terms and conditions of the Convertible Notes was duly passed by the Independent Shareholders by way of poll at the EGM held on 15 October 2014.

Reference is made to the notice of the extraordinary general meeting of China E-Learning Group Limited (the “**Company**”) dated 25 September 2014 (the “**Notice of EGM**”) and the circular of the Company dated 25 September 2014 (the “**Circular**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that the resolution proposed as set out in the Notice of EGM was duly passed by the Independent Shareholders by way of poll at the extraordinary general meeting of the Company held on 15 October 2014 (the “**EGM**”).

The poll results in respect of the resolution proposed at the EGM are as follows:

Ordinary Resolution	Number of Shares (approximate percentage)		
	For	Against	Total number of Shares cast
To approve, confirm and ratify the deeds of amendment dated 15 August 2014 as supplemented by the supplemental deeds dated 16 September 2014 (the “ Deeds of Amendment ”) entered into between the Company and the noteholders of the convertible notes issued by the Company on 20 December 2012 (the “ Convertible Notes ”), and to grant a specific mandate to the Directors to issue the Conversion Shares upon the exercise of the conversion rights attached to the Convertible Notes in accordance with the terms and conditions of the Convertible Notes as amended by the Deeds of Amendment as set out in the Notice of EGM dated 25 September 2014.	262,970,529 (100%)	0 (0%)	262,970,529 (100%)

As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution of the Company.

Notes:

- (a) The number and percentage of votes are based on the total number of Shares voted by the Independent Shareholders at the EGM in person or by proxy.
- (b) As at the date of the EGM, the total number of Shares in issue was 2,327,600,035 Shares, which represented the total number of Shares entitling the holders to attend and vote for or against the resolution at the EGM.
- (c) As at the date of the EGM, Mr. Lee Chi Kong, who is the holder of EICN, held 200,000 Shares. As referred to the Circular, Mr. Lee Chi Kong abstained from voting at the EGM. As such, the total number of issued Shares available to vote on the proposed resolution at the EGM was 2,327,400,035 Shares.
- (d) For the above resolution, the Independent Shareholders, authorized proxies or authorized representatives holding in aggregate of 262,970,529 Shares, representing approximately 11.30% of the total number of issued Shares available to vote on the proposed resolution were present at the EGM.
- (e) None of the Independent Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the proposed resolution at the EGM.
- (f) Tricor Tengis Limited, the Company's Hong Kong branch share registrar, acted as the scrutineer at the EGM for the purpose of vote-taking.

By Order of the Board
China E-learning Group Limited
Yuan Wei
Executive Director

Hong Kong, 15 October 2014

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Yuan Wei and Mr. Yang Jilin; one non-executive director, Mr. Li Xiangjun; and three independent non-executive directors, namely Dr. Huang Chung Hsing, Mr. Li Qunsheng and Ms. Li Ya Ru Nancy. This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page and the website of the Company at www.chinae-learning.com for at least 7 days from the date of its publication.